

EXHIBIT C

Griffith Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

RTI HOLDING COMPANY, LLC,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-12456 (JTD)
)
)
) (Jointly Administered)
)

**DECLARATION OF STEVEN F. GRIFFITH, JR. IN SUPPORT OF
DEBTORS' APPLICATION PURSUANT TO SECTION 327(e) OF THE
BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE, AND LOCAL RULE 2014-1 FOR AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF BAKER DONELSON BEARMAN CALDWELL
& BERKOWITZ, PC, AS SPECIAL COUNSEL
TO THE DEBTORS AND DEBTORS
IN POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the

“Bankruptcy Rules”), Steven F. Griffith, Jr. declares as follows:

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors' mailing address is 333 East Broadway Ave., Maryville, TN 37804.

1. I am a shareholder of the firm of Baker Donelson Bearman Caldwell & Berkowitz, PC (“Baker Donelson” or the “Firm”), with offices in New Orleans, Louisiana. This Declaration is submitted in support of the *Debtors’ Application for Order Under Sections 327(e) of the Bankruptcy Code Authorizing the Employment and Retention of Baker Donelson Bearman Caldwell & Berkowitz, PC as Special Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* (the “Application”). Baker Donelson has been providing legal services in the areas of real estate, ERISA, and labor and employment, including litigation in these areas, to the Debtors since August 12, 2015.

2. To my knowledge, neither I, the Firm, nor any members of the Firm, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors in possession (the “Debtors”), their creditors, or any other parties in interest herein, or their respective attorneys except as set forth herein and as described in the Application.

3. To my knowledge, Baker Donelson does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which it is to be engaged.

4. During the one-year period prior to the commencement of these chapter 11 cases, Baker Donelson has received \$1,861,109.36 from the Debtors for professional fees and expenses incurred prior to the Petition Date. During the 90 days immediately preceding the Petition Date, Baker Donelson received payments totaling \$760,387.35, the entirety of which was applied to services rendered between July 2020 and the Petition Date. Other than as set forth herein, Baker Donelson did not receive any payments from the Debtors during the 90 days immediately preceding the Petition Date. Baker Donelson is current as of the Petition Date.

5. In connection with its proposed retention by the Debtors in these chapter 11 cases, Baker Donelson undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Baker Donelson obtained from the Debtors and/or their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (“Potential Parties in Interest”), and such parties are listed on Schedule 1 annexed hereto.

6. To the best of my knowledge and belief, Baker Donelson has not represented any Potential Parties in Interest in connection with matters relating to the Debtors, their estates, assets, or business and will not represent other entities which are creditors of, or have other relationships to, the Debtors in matters relating to these chapter 11 cases except as set forth herein.

7. Pursuant to the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases (the “2013 UST Guidelines”), Baker Donelson makes certain disclosures herein.

8. Pursuant to Part D1 of the 2013 UST Guidelines, Baker Donelson is seeking employment as special counsel for the Debtors under section 327 of the Bankruptcy Code and it hereby provides the following responses set forth below:

Questions required by Part D1 of 2013 UST Guidelines:	Answer:	Further explanation:
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No	
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No	
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference.	My rate, and that of other attorneys with the Firm, are disclosed in paragraph 13 below. They were no adjustments post-petition, and were last adjusted in January 2020, just as with all other clients of the Firm.	
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	Yes	

9. In addition, the Firm currently represents, or has represented in the past, the following Potential Parties in Interest in various matters which were not related to the Firm's representation of the Debtors:

- a. National Retail Properties, L.P.
- b. Boston Properties
- c. VERETT, Inc.
- d. Brixmor Property Group
- e. Newburger-Andes & Co.
- f. Kohan Retail Investment Group, LLC
- g. Chik-Fil-A Inc.
- h. Brookfield Properties
- i. Retail Properties of America (RPAI)
- j. Macerich

10. I am not related or connected to and, to the best of my knowledge, no other professional of Baker Donelson who will work on this engagement is related or connected to, any United States Bankruptcy Judge for the District of Delaware or any employee in the Office of the United States Trustee for the District of Delaware.

11. From time to time, Baker Donelson may work with Pachulski Stang Ziehl & Jones LLP ("PSZJ"), the Debtors' general bankruptcy counsel, through other entities that are clients of both Baker Donelson and PSZJ. From time to time, Baker Donelson may work with

one or more of the Debtors' other attorneys through other entities that are clients of both Baker Donelson and such other attorneys.

12. Baker Donelson and certain of its members, of counsel, and associates may have in the past represented, may currently represent, and likely in the future will represent stockholders and creditors of the Debtors and other parties of interest in connection with matters unrelated to the Debtors and these cases. At this time, Baker Donelson is not aware of such representations except as noted above. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

13. The Firm intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the guidelines promulgated by the United States Trustee, and pursuant to any additional procedures that may be established by the Court in these cases. Baker Donelson's allowed fees will be paid by the Debtors. Baker Donelson's fees for professional services are based upon its hourly rates, which are periodically adjusted. The names and hourly rates for the Firm's professionals who will primarily be responsible for this matter are:

Name of Professional	Title	Hourly Rate
D. Keith Andress	Partner	\$556
Steven F. Griffith, Jr.	Partner	\$555
Andrea Bailey Powers	Partner	\$539
Ross N. Cohen	Of Counsel	\$506
Eve A. Cann	Partner	\$460
Jackson Cates	Associate	\$308

14. The hourly rates set forth above are subject to periodic adjustments to reflect market conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described and other matters as they arise. These rates are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, facsimile charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

15. No promises have been received by the Firm or by any member, of counsel, or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases, except among the members, of counsel, and associates of the Firm.

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: October 15, 2020

BAKER DONELSON BEARMAN
CALDWELL & BERKOWITZ, PC

/s/ Steven F. Griffith, Jr.

Steven F. Griffith, Jr.

Shareholder

*Proposed Special Counsel to the Debtors
and Debtors in Possession*

SCHEDULE 1

Potential Parties in Interest

Debtors and Subsidiaries

RTI Holding Company, LLC
Ruby Tuesday, Inc.
Ruby Tuesday, LLC
RTBD, LLC
RT of Carroll County, LLC
RT Denver Franchise, L.P.
RT Detroit Franchise, LLC
RT Distributing, LLC
RT Finance, LLC
RT FL Gift Cards, Inc.
RT Florida Equity, LLC
RT Franchise Acquisition, LLC
RT of Fruitland, Inc.
RT Indianapolis Franchise, LLC
RT Jonesboro Club
RT KCMO Franchise, LLC
RT Kentucky Restaurant Holdings, LLC
RT Las Vegas Franchise, LLC
RT Long Island Franchise, LLC
RT of Maryland, LLC
RT Michiana Franchise, LLC
RT Michigan Franchise, LLC
RT Minneapolis Franchise, LLC
RT Minneapolis Holdings, LLC
RT New England Franchise, LLC
RT New Hampshire Restaurant Holdings, LLC
RT New York Franchise, LLC
RT Omaha Franchise, LLC
RT Omaha Holdings, LLC
RT One Percent Holdings, LLC
RT One Percent Holdings II, LLC
RT Orlando Franchise, LP
RT Restaurant Services, LLC
RT South Florida Franchise, LP
RT Southwest Franchise, LLC
RT St. Louis Franchise, LLC
RT Tampa Franchise, LP
RT Western Missouri Franchise, LLC
RT West Palm Beach Franchise, LP
RTTA, LP
RTT Texas, Inc.
RTTT, LLC
Ruby Tuesday of Allegany County, Inc.
Ruby Tuesday of Bryant, Inc.

Ruby Tuesday of Columbia, Inc.
Ruby Tuesday of Frederick, Inc.
Ruby Tuesday of Linthicum, Inc.
Ruby Tuesday of Marley Station, Inc.
Ruby Tuesday of Pocomoke City, Inc.
Ruby Tuesday of Russellville, Inc.
Ruby Tuesday of Salisbury, Inc.

Related Parties

Beth, Susan
Clarry, Ellen
Dorsey, Michael
Harmon, Jennifer
Hashim, Aziz
Lederman, Shawn
Medley, Stephanie Burke
National Restaurant Development
NRD Capital, LLC
NRD Capital Management II, LLC
NRD Partners I, L.P.
NRD Partners II, L.P.
NRD Partners III, L.P.
NRD RT Holdings, LLC
RT Investment Company, LLC
Strategic Financial Intermediation II, LLC
White, Darrin

Lenders and Related Parties

Crescent Mezzanine
Goldman Sachs Bank USA
Goldman Sachs Specialty Lending Group, L.P.
Goldman Sachs Specialty Lending Holdings, Inc.
TCW Asset Management Company, LLC
TCW Brazos Fund LLC
TCW Direct Lending LLC
TCW Skyline Lending, L.P.
Zions Bancorporation, N.A., dba California Bank & Trust

Sale/Leaseback Lessors

Limestone Ruby, LLC
National Retail Properties, L.P.
OREOF 2017 Ruby LLC
SCF RC Funding IV LLC

Store Master Funding XIII LLC
Store Master Funding XIV LLC

Other Major Creditors

Aberle, Paul & Heinrich
Affinity9 Realty, LLC
AHGIE, LLC
Allen Kushynski, Trustee of the Kushynski Family Trust
Avenues Mall, LLC
Bennett, Patricia Ann
Bennett Partners, LLLP
Bettis, Daniel F.
Bishop Jr., Earnest
Bismark Properties
Brown Capital LLLP
Brown, Cecilia A.
Buffalo-Bloomfield Assoc., LLC
Burnett Family Trust Dated 03-07-2005
Burnett, Molly
Buettgen, James J.
CGI 3 LP (fka RT Beaufort, LLC)
Chazparem, LLC
Clark, Myra C.
Cope, Collin
Crossgates Mall Company Newco LLC
Crystal Run Newco LLC
DATO Food Group RT, LLC
Duffy, Marguerite
Eldridge, Richard H.
FEB Realty Mebane LLC
French Associates I, LLC
Friedman, Anthony J.
Grand IX Ventures, LLC
Grant, Kimberly
Grau, Henry
HaiYang, Inc.
Hamilton Mall Realty LLC
Hepp, Andrew
Hobart Corporation
Holyoke Mall Company, LP
Hunt, Pfilip G.
Ibrahim, Nicolas
Interstate Augusta Properties LLC
J Artson, LLC
Kagasoff, Denny L.

Lanham LLLP
Lapidus, Dennis
Laxmi, Jay Shree
LeBoeuf, Robert
Lebow, Lawrence N.
Lebow, Jonathan
Lusavi Pagosa, LLC
Macerich Deptford LLC
May, Scarlett
Mazza LaVale LLC
Mazza Lexington LLC
McClenagan Jr., Robert
Mesa Clemmons, LLC
Mothershed, J. Russell
National Retail Properties, LP
Nelson, Craig
Northeast Properties, LLC
Oakdale Mall II LLC
Papazian Sherman Way LLC
Parkway Lodging Realty, LLC
Paul, Eric M.
PBM Cape Coral RT, LLC
Performance Food Group
Piet, Edward M.
P&M Investment Company, LLC
PMP Properties
Quadre Investments L.P.
Roder, Mike
Route Ten, LLC
RPAI Worcester Lincoln Plaza LLC
RT Henderson, LLC
RT Orlando Investment, LLC
Rubicon Global LLC
Scoggins, Andrew
Shreibman, Amnon
South Riding Owner, LLC
St John and Partners Advertising and Public Relations Inc.
Strategic Equipment LLC
Sycamore Springs LLC
TAU South LLC (fka CNL Funding 2000-A, L)
The Marshall Family Trust dated February 14, 2000
The Nicholson Trust Agreement dated October 1, 1990
Times Square Tower Associates LLC
Tomaszweicz Trust dated November 18, 2002
Van Horne, Jeff
Vestar – CPT Tempe

VOMC Company Inc.
Wallace III, Sidney
Wendover ZS LLC
Wenne, LLC
Winters Chapel Plaza, LLC
Young, Mark